

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	Case No. 01-1139 (JKF)
W.R. GRACE & CO., <i>et al.</i> ,)	Jointly Administered
)	
Debtors.)	Re: Docket No. 20622
)	

**CERTIFICATE OF COUNSEL RE: THIRD AMENDED CASE MANAGEMENT
ORDER RELATED TO THE FIRST AMENDED JOINT PLAN OF REORGANIZATION**

1. On December 5, 2008, the Court entered the Initial Case Management Order Related to the First Amended Joint Plan of Reorganization (Docket No. 20204) (the “Initial CMO”) which addressed the deadlines and hearings with respect to confirmation of the First Amended Joint Plan of Reorganization, as amended (the “Plan”), jointly submitted by the Debtors together with the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Equity Security Holders, and the Asbestos PI Future Claimants’ Representative (collectively the “Plan Proponents”).

2. On December 23, 2008, after objections and arguments from counsel for certain parties, the Debtors submitted a First Amended Case Management Order (Docket No. 20339)(the “First Amended CMO”). Before the Court entered the First Amended CMO, the Debtors further revised it to accommodate certain additional comments from certain parties regarding deadlines. On January 29, 2009, the Court entered a Second Amended Case Management Order (Docket No. 20622)(the “Second Amended CMO”), which remains in effect.

3. Pursuant to the Initial CMO and the Second Amended CMO, the parties have been actively engaged in confirmation discovery and have been making sincere efforts to meet the various discovery deadlines outlined in the Second Amended CMO. However, due to the

status and scope of certain discovery and other related issues, certain insurers have asked that certain deadlines in the CMO with respect to Phase I be changed. The Plan Proponents met and conferred with the insurers and, subject to the Court's approval, have agreed to the following changes to the CMO to accommodate the insurers' concerns:

- (i) The deadline for completion of Phase I non expert depositions shall be changed from May 4, 2009 to May 18, 2009;
- (ii) The deadline for Plan Objectors to file their Phase I trial briefs shall be changed from May 18, 2009 to June 1, 2009; and
- (iii) The deadline for Plan Proponents to file their Phase I trial briefs shall be changed from May 29, 2009 to June 8, 2009.

4. Further, due to a change in the Plan with respect to Asbestos Insurance Reimbursement Agreements that occurred after the Second Amended CMO was entered, the insurers have requested and the Plan Proponents have agreed to revise the first paragraph of the CMO to make it clear that certain issues with respect to the Asbestos Reimbursement Agreements will not be addressed in Phase I.

5. Attached hereto as Exhibit A is a Third Amended Case Management Order that reflects the changes agreed to by the parties¹ and reiterates the remaining deadlines and hearing dates with respect to confirmation of the Plan reflected in the Second Amended CMO.

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¹ Arrowood Indemnity Company continues to object to the Order for the same reasons stated previously in its objections to the previous CMO but does not oppose submission by the Debtors of the Order for entry on this Certificate of Counsel.

6. As a result, the Debtors request immediate entry of the attached Third Amended CMO.

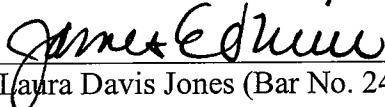
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